



EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON THE ITEMS ON THE AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF INDUSTRIE DE NORA S.P.A.

Item No. 1 on the Agenda

1. Proposed amendment to Article 10 of the By-laws, concerning the participation to shareholders' meeting through the appointed representative. Related and consequent resolutions.

Dear Shareholders,

the Board of Directors has convened you in an Extraordinary Shareholders' Meeting to request your analysis and approval of the proposed amendment to Article 10, paragraph 2, of the By-laws (the "**By-laws**") of Industrie De Nora S.p.A. ("De Nora"), aimed at introducing into the By-Laws the Company's option to indicate the designated representative as provided for in Article 135-*undecies* of Legislative Decree No. 58 of February 24, 1998 (the "**TUF**").

The spread of the epidemiological emergency connected to COVID-19 has progressively forced companies (including De Nora) to hold meetings of corporate bodies - including shareholders' meetings - remotely to ensure the social distancing of participants.

In order to facilitate holding company meetings in the context of the COVID-19 pandemic, the government also approved Decree-Law No. 18 of March 17, 2020, on "*Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the COVID-19 epidemiological emergency*," which was converted into law with amendments by Law No. 27 of April 24, 2020 (the "**Liquidity Decree**"). Specifically, Article 106 of the Liquidity Decree granted all companies with listed shares, pending the pandemic emergency, the possibility, even as an exception to the provisions of the by-laws, to provide that those entitled to participate in the shareholders' meeting could participate "exclusively through the representative appointed pursuant to Article 135-*undecies* of the TUF," to whom "proxies or sub-delegations may also be conferred pursuant to Article 135-*novies* of the TUF."

These provisions, as most recently extended by Decree Law No. 198 of December 29, 2022, converted into law with amendments by Law No. 14 of February 24, 2023, apply to all meetings held by July 31, 2023.

The Company availed itself of this option for the holding of the ordinary shareholders' meeting held on April 28, 2023, which also represented the first shareholders' meeting following the attainment of listed company status.

On that occasion, the Company remarked the significant contribution of the figure of the appointed representative in the efficient and organised conduct of the preliminary activities and proceedings of the shareholders' meeting, and also noted the broad participation of shareholders in the deliberations due to the use of this figure.

As a result, the Board of Directors considered it appropriate to propose to delete the previous wording of Article 10(2) of the By-Laws to expressly provide for the possibility for the Company to designate the so-called "designated representative" referred to in Article 135-*undecies* of the TUF

1. Reasons for the proposed changes

The aforementioned article of the TUF requires that companies with listed shares shall designate for each Shareholders' Meeting a person to whom shareholders may grant a proxy with voting instructions on all or some

of the proposals on the agenda, in the manner and within the terms set forth in the article itself. The rule applies unless the company's by-laws provide otherwise.

In light of recent experience at the shareholders' meeting, it is therefore proposed to amend Article 10, Paragraph 2, of the By-Laws so that the Company, also taking into account the current ownership structure, can identify a designated representative, thereby ensuring that shareholders have an effective and practical means of participating in voting.

2. Comparison table of statutory clauses.

The following is a table comparing the current text of Article 10 of the By-laws with the text that would result from the adoption of the proposed amendments, highlighting in bold type the newly inserted words and crossing out the text proposed to be deleted.

TESTO VIGENTE	TESTO PROPOSTO
10.2 The Company does not avail itself of the power provided by law to designate the representative to whom shareholders may grant proxy with voting instructions on all or some of the proposals on the agenda of the Shareholders' Meeting..	10.2 The Company does not avail itself of the power provided by law to designate the representative to whom shareholders may grant proxy with voting instructions on all or some of the proposals on the agenda of the Shareholders' Meeting may designate for each Shareholders' Meeting a person to whom the shareholders may confer proxy with voting instructions on all or some of the proposals on the agenda, in the manner and within the terms provided by law and pro tempore regulations in force. The proxy shall be effective only for those proposals in relation to which voting instructions are given. Where provided for and/or permitted by law and/or pro tempore regulatory provisions in force, the Company may provide that the attendance and exercise of voting rights at the Shareholders' Meeting by those entitled may also take place exclusively by granting proxy (or sub-delegation) voting instructions to such person, in the manner provided for by the same laws and/or regulatory provisions.

3. Assessment regarding the right of withdrawal

The amendment to Article 10 of the By-Laws, proposed by the Board of Directors, does not entail the right of withdrawal for those Shareholders who did not take part in the resolution since none of the cases contemplated by Article 2437 of the Civil Code apply nor any other provisions of the law or regulations or the By-Laws in force and applicable .

We therefore submit the following proposed resolutions for your approval.

Proposed resolution on item 1 on the agenda:

"The Extraordinary Shareholders' Meeting of Industrie De Nora S.p.A. , having examined the explanatory report prepared by the Board of Directors;

resolves

1. to allow the Company to designate, for each Shareholders' Meeting, a person to whom the shareholders may grant a proxy with voting instructions on all or some of the proposals on the agenda, in the manner and under the terms established from time to time by the law and regulations in force, consequently amending Article 10.2 of the By-Laws as follows:

"10.2 The Company may designate for each Shareholders' Meeting a person to whom the shareholders may confer proxy with voting instructions on all or some of the proposals on the agenda, in the manner and within the terms provided by law and pro tempore regulations in force. The proxy shall be effective only for those proposals in relation to which voting instructions are given. Where provided for and/or permitted by law and/or pro tempore regulatory provisions in force, the Company may provide that the attendance and exercise of voting rights at the Shareholders' Meeting by those entitled may also take place exclusively by granting proxy (or sub-delegation) voting instructions to such person, in the manner provided for by the same laws and/or regulatory provisions.";

2. to grant the Board of Directors - and on its behalf the Chairman and the Chief Executive Officer, severally and with the power to sub-delegate - the broadest powers to execute what has been resolved, including but not limited to the following powers:

- to carry out all formalities necessary for the adopted resolutions to be registered in the Register of Companies, accepting and introducing in the same resolution and in the bylaws such formal and non-substantial amendments, additions or deletions as may be required by the competent Authorities or by the Notary Public, or otherwise deemed useful or opportune;

- to carry out, in general, all action that is necessary or even only appropriate for the complete execution and publicity of the above resolutions, for the fulfillment of the consequent legislative and regulatory fulfilments, including, by way of mere example and not exhaustive, those vis-à-vis any competent Authority (including Borsa Italiana S.p.A.), with an express mandate to carry out, once the above condition has been verified, the relevant publicity formalities at the competent Office of the Companies Registry."

Milan, 27 June, 2023

For the Board of Directors.

The Chairman of the Board of Directors

Federico De Nora